

**WRITTEN RESOLUTION
SECTION 288 OF THE COMPANIES ACT 2006**

SATURDAY



COMPANY: **BPREX PLASTIC PACKAGING (INDIA) LIMITED**

COMPANY NUMBER: **03057353**

Circulation Date: *September 11,* **2017**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. The articles of association of the Company be amended as follows:

to dis-apply article 17 of the Company's articles of association and that the Directors of the Company be authorised to meet, form quorum, consider and make decisions in relation to the terms of a capital reduction subsequent to the directors having declared the nature of their interest in accordance with the provisions of the Companies Act 2006.
2. That the issued share capital of the Company be reduced from €16,932,627 to €1,000,000 by cancelling and extinguishing €15,932,627's worth of the issued ordinary shares of £1 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be credited to a reserve.
3. That the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed:

Date:

Name:

Antonius J.M. van der Steenhoven

Title:

Managing Director A

Signed:

Date:

Name:

Jason K. Greene

Title:

Managing Director B

for an on behalf of Berry Plastics International B.V.

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company, by delivering the signed and dated Resolutions by hand to the Company.
2. If you are indicating agreement to the Resolutions on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
3. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.